FORM	4
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Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)		r								
1. Name and Address of Reporting Per Benton Susan	2. Issuer Name and Ticker or Trading Symbol Ocuphire Pharma, Inc. [OCUP]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) (First) C/O OCUPHIRE PHARMA, IN GRAND RIVER AVE, SUITE	NC., 37000	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2021					Officer (give title below)	Other (specify l	pelow)	
(Street) FARMINGTON HILLS, MI 48	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person			
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	Date (Month/Day/Year)Execution Date, if anyCode (Instr. 8)(A) or Disposed of ((Instr. 3, 4 and 5))		of (D)	Beneficially Owned Following Reported Transaction(s) Ownership of Indire Benefici						
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	04/01/2021		А		1,893	А	(1)	1,893	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)

contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Persons who respond to the collection of information

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.	5.		6. Date Ex	ercisable	7. Tit	tle and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	n Nu	mber	and Expira	tion Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	of		(Month/Da	y/Year)	Unde	erlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	De	rivativ	e		Secu	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					curitie			(Instr	: 3 and		Owned	Security:	(Instr. 4)
	Security				Ac	quirec			4)			Following	Direct (D)	
) or						1	or Indirect	
						sposed						Transaction(s)		
						(D)						(Instr. 4)	(Instr. 4)	
					· ·	str. 3,								
					4, :	and 5)								
										Amount				
							Date	Expiration		or				
							Exercisabl		Title	Number				
							Exercisabl	Date		of				
				Code V	(A	.) (D)			Shares				

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Benton Susan C/O OCUPHIRE PHARMA, INC. 37000 GRAND RIVER AVE, SUITE 120 FARMINGTON HILLS, MI 48335	Х					

Signatures

s/ Emily J. Johns, by Power of Attorney	04/05/2021
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Reporting Person was granted common stock in lieu of cash for Q1 2021 Board services. The number of shares of Common Stock having an aggregate fair market value equal to the aggregate amount of the Retainers for such fiscal quarter, determined by dividing (A) the aggregate amount of the Retainers by (B) the Fair Market Value of the Common Stock on last day of the fiscal quarter (rounded down to the nearest whole share). The Fair Market Value was \$5.81 per share, the closing price of the Company's stock on March 31, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.